

## **Articles of Association EAHP** **(Statutes)**

International Not for Profit Organisation, under Belgian law

### **Article 1: Name**

- 1.1. An International not-for-profit organisation (hereinafter referred to as the “Association”) is hereby incorporated according to and governed by the Belgian Act of June 27<sup>th</sup>, 1921 as changed and amended by subsequent Acts, amongst others the Act of May 2<sup>nd</sup>, 2002 and January 16<sup>th</sup>, 2003.
- 1.2. The name of the Association is: Association Européenne des Pharmaciens d’Hôpitaux-**European Association of Hospital Pharmacists**, abbreviated as “AEPH/**EAHP**”.

### **Article 2: Seat**

The Association’s seat is located within the judicial district of Brussels, Belgium, Rue Abbé Cuypers, 3, 1040 Etterbeek and may be transferred to any other place within Belgium by a simple decision of the Board of Directors.

The Board of Directors may decide to open operation centres or offices of the Association in other countries, with prior consent of the General Assembly.

### **Article 3: Duration**

The Association is constituted for an unlimited period. In case of dissolution, article 14 shall apply.

### **Article 4: Purpose and scope of activities**

- 4.1. The Association makes it its purpose:
  - to promote and further develop hospital pharmacy and to obtain and maintain general joint pharmaceutical principles and a joint pharmaceutical policy, in the interest of public health and patients;
  - to foster research and education activities on behalf of hospital pharmacy, in order to allow hospital pharmacists in all Council of Europe countries to contribute optimally to public health and furthermore anything directly or indirectly related or beneficial thereto, all in the broadest sense of the word;
  - to promote co-operation with other organisations in the domain of public health;
  - to promote the position and function of hospital pharmacists;

- to support and uphold the common interests of hospital pharmacists from the member states of the European Union at that authority;
- to support and uphold the interests of hospital pharmacists from the member states of the Council of Europe at that authority;
- everything related to the above that may be conducive to realising the purpose.

4.2 The Association will realise its purposes by conducting, among other things, but not exclusively the following activities:

- organise meetings, conferences and seminars with education in hospital pharmacy as the main focus of the meetings;
- publish or having published publications in the field of professional and scientific practice of hospital pharmacy;
- develop and grant facilities for the benefit of the members of the Association;
- advocate on behalf of its members for better European health policies and patient safety;
- partner with likeminded Associations to pursue its goals to represent the best interest of the hospital pharmacists;
- facilitate networking and be a platform of exchange of information for its members.

#### **Article 5: Language**

The working language of the Association shall be English. Each member receiving publications and other documents from the Association, will itself in so far as necessary have to see to the translation of these documents for its own members. The language used for the official documents and relations with national authorities shall be French. In case of dispute relating to the statutes between the members, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.

#### **Article 6: Membership**

6.1 The Association has members and Interested Parties and shall be composed of at least five members. The membership is open to one national association or other organisation of hospital pharmacists in each of the countries of the Council of Europe that is deemed representative of the professional group in their country.

6.2 Access to membership:

In order to be admitted as a member a written request to that effect should be submitted to the Board of the Association.

Candidate member:

- should be a national organisation of hospital pharmacists which has objectives and carries out activities in common with the purpose and activities of the Association as set out in article 4;
- which is located in countries within the European Region as defined by the Council of Europe;
- which is legally constituted according to the laws and customs of its country of origin;
- which is independent of political parties and commercial interests.

The Board may decide that the candidate-member sends observers to the next general meeting of members of the Association (the General Assembly).

The General Assembly decides upon a submitted request for admission to the membership.

Applications should include:

- an official copy of the statutes of the organisation;
- a description of administrative structure of organisation and the aims/objectives of the national association.

The President is entitled to obtain further information from the applicant.

The decision of the General Assembly is final, whether it is to approve, reject or exclude organisations from membership.

6.3 The members bear the management costs of the Association. The details of this are provided for in the Internal Rules of the Association, as per article 15.

6.4 Membership includes the right:

- a. to attend and to vote at the annual General Assembly;
- b. to be eligible for service on the executive Board;
- c. to be consulted in connection with the right of the executive Board to make statements;
- d. to propose changes to the statutes;
- e. to regular updates on the Association's activities and hospital pharmacy related information, within the European Union;
- f. to be invited to attend roundtables/workshops/working groups meetings organised by the Association, throughout the year;
- g. to use the Association's Secretariat as a source of information and a platform of contact with other Associations of hospital pharmacists.

6.5 Membership requires (duties):

- a. to actively participate to the Association's activities through regular correspondence, by attending meetings and contributing to the Association's actions and initiatives and for this purpose, to notify at least one named individual,

- acting as representative of the member organisation concerned or to provide a proxy to one named General Assembly delegate;
- b. to be responsive to requests of information;
  - c. to pay the annual membership fee or contribution equivalent determined by the General Assembly.

The members cannot, in any way, be held liable for undertakings the debts of the Association.

#### 6.6 The membership ends:

- a. by the member giving notice; each member has the right to withdraw from the Association at any time, but subject to the obligation to pay the total fee due until the end of the financial year, by addressing a written letter of resignation to the President. Notice of termination of the membership can only be given in writing;
- b. by the Board of the Association giving notice that the member is deemed by rights having resigned with immediate effect, if the member does not pay the annual fees while the organisation has been notified and given an additional delay of one month to execute the payment.

In addition to not paying the annual membership fees, termination of membership can also take place by exclusion when a member has ceased to fulfil the requirements of the articles of Association made on the membership and when the Association cannot reasonably be asked to let the membership continue, such as: when a member acts in breach of the articles of Association, regulations or decisions of the Association or harms the Association in an unreasonable manner.

The exclusion of the involved member will be suggested by the Board, decided by the General Assembly voting to a two thirds (2/3) majority of the members present or represented after the audition of the member whose exclusion is suggested. The decision of exclusion enters into effect at the end of the same financial year. If the membership ends during the course of the Association's financial year, the full membership fee for such financial year shall remain due. The member whose membership ended shall not be entitled to claim any reimbursement of its membership fees, or contributions nor any compensation, unless accepted by the full Board, meeting in an extraordinary meeting.

#### 6.7 Membership fee and contributions.

Membership fees are annual. Membership fees are discussed and reviewed at the General Assembly based on proposals made by the Director of Finances.

The annual membership fee for members and the contribution for Interested Parties may not exceed an amount of one hundred thousand Euro (EUR 100,000).

## **Article 7: Interested Parties**

7.1 Individual hospital pharmacists, not eligible for the membership of a member of the Association, can be registered with the Association as Interested parties.

7.2 Access to Interested parties status

In order to be admitted as an Interested party, a written request to that effect should be submitted to the Board of the Association.

The candidate member:

- a. should be a resident in one of the Council of Europe countries;
- b. should be a hospital pharmacist and be able to demonstrate it.

Interested parties shall have the right to take part in meetings and activities, except the General Assembly, organised by the Association for the members of the Association, and shall receive mailings from the Association meant for the members.

7.3 Interested parties shall pay an annual contribution to be determined by the Association's Board and in addition for taking part in meetings and activities the same contributions the Association's members must pay.

7.4 Registration as Interested Party shall end when the Interested party becomes a member of the Association and further on notice of termination by the Interested party or on notice of termination by the Association's Board, as well as on his/her death. Notice of termination must be given in writing, except in the case of death, by the end of a financial year subject to three months' notice, unless the Association or the Interested party cannot reasonably be required to have the registration continue for so long.

## **Article 8: General Assembly**

8.1 The General Assembly is the supreme organ of the Association. The General Assembly is composed of the members.

8.2 The General Assembly meets at least once a year or as often as decided by the Board.

8.3 An extraordinary meeting of the General Assembly may be convened at sixty (60) days notice at the request of a minimum of two third of the Board members or when at least one tenth of the members have expressed their written wish thereto. The latter must send a written (letter or e-mail) request to the President of the Association a minimum of sixty (60) days prior to the foreseen date of the Extraordinary General Assembly. The written request should include the reason and motivation of such an Extraordinary General Assembly and a preliminary agenda.

8.4 The President is on behalf of the Board responsible for summoning the members to a General Assembly, by written notification by letter, fax or e-mail to the members at least

six weeks prior to the date of the meeting, according to the Association's Internal Rules. The convocation shall include time, place and agenda of the meeting as well as any reports and documents submitted by the Board to the General Assembly and related to agenda items. The Board or any member may request to add additional topics to the agenda at least 14 calendar days prior to the meeting. The final agenda and the documents to be discussed shall be sent to the members not less than 7 calendar days before the meeting.

- 8.5 At the meeting each member shall be represented by a delegation of three delegates at most.
- 8.6 A General Assembly shall be deemed properly constituted and has the quorum when at least one half of the members is present or represented at the meeting. Should this quorum not be reached, a second General Assembly may be convened in four weeks time, provided that this procedure is announced in the convening notice, and may deliberate validly irrespective of the number of the members present or represented.
- 8.7 Voting procedures:
- each member has one vote in the General meeting;
  - members may be represented at a General Assembly meeting by proxy; each proxy holder may hold a maximum of two (2) proxies for absent members.
- 8.8 The General Assembly is chaired by the President or by the Vice-President in the President's absence. The minutes of the meeting are drawn up, under the responsibility of the Vice-President and are confirmed by the following General Assembly. The draft of the minutes of the General Assembly's meeting shall be sent to the attendees of the latter for comments no later than 60 days after the meeting for a minimum commenting period of 14 calendar days after circulation. The final minutes shall be signed by the chairperson of the meeting and another attending member and shall be sent to all members and Interested parties not later than 60 calendar days after the following General Assembly. The original minutes shall be kept in a separate register at the registered office of the Association, where any member may consult them.
- 8.9 Unless these articles of Association or Belgian law do not stipulate otherwise, the General Assembly shall take decisions by an absolute majority of votes of the members present or represented. Abstentions, blank or invalid votes do not count for obtaining the majority.
- 8.10 Voting can be done by show of hand or by secret ballot.  
Voting by secret ballot takes place for the appointment of the Board members and for any other purposes when requested by a minimum of one of the members present in the meeting.
- 8.11 Should an absolute majority of votes not be obtained when voting for individuals with regard to an appointment, a second ballot shall take place between the two individuals obtaining the most votes.

Should more than two individuals obtain the most votes, all of them will share in the second ballot. In case of a tie of votes, or when a simple majority of votes is not obtained, the two individuals who together received the highest number of votes in both ballots shall be voted on again. Should the votes then tie again, the representative from the member with the highest number of individual members shall be appointed.

#### 8.12 Role of the General Assembly:

The General Assembly shall:

- a. appoint and dismiss Board members;
- b. vote of the structure of the Board;
- c. consider and vote on applications for membership;
- d. exclude a member from the Association;
- e. vote on the statements proposed by the Board;
- f. vote on the strategy, priorities and targets of EAHP and the determination of its policy proposed by the Board;
- g. approve/disapprove the location of the annual congress and of the next General Assemblies;
- h. appoint and dismiss auditors and determine their salary if allocated;
- i. vote on the financial report presented by the Director of Finances and the report of the professional independent auditor who audited annual accountancy of the Association;
- j. determine the amount of the membership fee based on criteria proposed by the Board;
- k. vote on the Association annual reports presented by Board members;
- l. vote on the annual accounts and the budget;
- m. vote on the discharge of Board members and auditors;
- n. vote on any decision to initiate legal proceedings;
- o. amend the statutes;
- p. dissolve the Association;
- q. have the residual powers not allocated to the Board by these statutes or the law;
- r. vote the Association's Internal Rules.

### **Article 9: Board**

#### 9.1 Responsibilities of the Board.

The Board is appointed by the General Assembly. The Board shall be entrusted with the fiduciary and management responsibility for the affairs of the Association. The Board shall sustain a strong vision and strategy for the Association, develop and implement policies, and assure accountability, organisational effectiveness and member value.

#### 9.2 Power and Authority of Directors.

The Board shall have all the necessary power in order to manage and to represent the Association judicially and extra judicially. All members of the Association's Board have equal authority and responsibility for the affairs of the Association. In their capacity as Directors, they may be appointed to serve as liaisons to the working groups or staff, serve on standing committees and/or any other adjunct bodies.



9.3 Number of Board members.

The number of Directors shall be no fewer than four (4) members and no more than nine (9).

9.4 Composition of the Board:

The Board is appointed by the General Assembly and consists of:

- a President;
- a Vice-President;
- a Director of Finances;
- at least one Director of Professional Development.

Other positions can be created as deemed necessary upon a Board's proposal, to be approved by the General Assembly.

The composition of the Board should be adequately representing of Council of Europe member states, both in geographic and population terms.

9.5 The Board may be assisted by a Secretariat and other support staff as the Board sees fit and in so far as this is made possible by the Association's budget.

9.6 After his/her retirement the President may continue to assist the Board and advise/mentor new Board members for a period of two years at most. The length of this period shall be decided by the Board, together with that person and should not exceed the total length of time allowed in the Board, as per article 9.7, paragraph two hereunder.

9.7 Board members terms and functions:

The members of the Board are elected in office for a period of three (3) years. Their mandate ends at the ordinary General Assembly of the said third year. The Board and General Assembly may decide to have a President Elect, whose term would be one (1) year; in such case, he or she is automatically put in the position of President, for a three (3) year term, at the end on his/her one year term as President Elect.

Each Board member is eligible for re-election. No Board member may sit on the Board for more than ten (10) years in total.

9.8 Candidatures, selecting candidatures and nomination for membership of the Board should follow the Associations Internal Rules.

9.9 Major duties of Board members:

- a. govern the Association by the broad policies developed by the Board;
- b. establish overall long and short term goals, objectives and priorities for the Association in meeting the needs of European hospital pharmacists;
- c. recommend policies to the General Assembly;
- d. chair one or more of the Association's programmes or projects;



- e. promote the Association's membership through community networking, and other activities;
- f. being accountable and seeking nominations for election to the Board when appropriate;
- g. the preparation of the General Assembly ; rendering accounts; filing petitions with regard to passing resolutions, concerning the specific work (business at hand);
- h. the appointment and discharge of the staff and other service providers and the members of special committees according to their responsibilities, as noted in their contract conditions; designation of entrusted personnel who hold signature authorisation on behalf of the Association's representation, in accordance with the regulations;
- i. the execution and/or coordination of the implementation of the resolutions which were determined at the General Assembly;
- j. settle all issues, which are not otherwise regulated by acts (principles) reserved by right of the delegates assembly;
- k. to prepare for and participate in the discussions and the deliberations of the Board.

9.10 Board members exercise their activities within the Association for free.

9.11 Detailed functions of the Board members are presented in the Association's Internal Rules.

9.12 The Board shall meet physically at least twice a year. The Board may meet physically up to 8 times a year or virtually (conference calls, videoconference ...) as often as it deems necessary.

The President is in charge of summoning the Board meetings by an invitation by letter, fax or e-mail providing a first draft agenda as well as supporting documents. The agenda of the Board meeting is signed off by the Board and not final until the meeting starts: Board members are entitled to modify the agenda before adopting its final version, at the beginning of the meeting.

A meeting will be deemed valid when at least two third (2/3) of the Board members are present or represented. Each Board member shall have one vote. The Board shall take its decisions by an absolute majority of votes. In a case of a tie of votes, the President shall have a casting vote.

Should a Board member not be available to attend a Board meeting, he/she may be represented by another Board member subject to a respective proxy. A Board member can only hold one proxy.

9.13 All elections to the Board are personal. If a Board member resigns during his/her term of office, a new member shall be elected at the next General Assembly. This person will then be entitled to the same number of mandates.

- 9.14 The Board may delegate specific management or representation powers of the Association for legal or extra-legal actions within limitations stated in the Association's Internal Rules to one or more Directors, members or third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.
- 9.15 The tenure of a Board member shall end by:
- the member's resignation from the Board;
  - the dismissal by the General Assembly at any time, without stating reasons;
  - expiration of its term;
  - death of the Board member;
  - in case the Board member is no longer a member of the Association or is no longer representing a member of the Association.
- 9.16 A member of the Board can be suspended or discharged by the General Assembly, with at least three fourth of the votes of the members present or represented at the General Assembly.

The suspended member of the Board shall be granted the opportunity to account for his/her actions before the General Assembly and in doing so may have him/her self represented by counsel at his/her cost.

- 9.17 Board members may at any time present their resignation by registered letter addressed to the President, or in the case of the President's absence, disability or resignation to the Vice President. The resignation will be effective once the acknowledgment of receipt of the registered letter has been signed by the President or the Vice President.

9.18 Board vacancies:

Should a position become vacant and its replacement be made necessary to respect articles 9.3 and 9.4 of these statutes, the Board is in charge of appointing within a reasonable period a new Director to complete such Director's term of office. The Board is supported in this task by a nomination committee, composed of delegates in charge of seeking candidatures and reviewing them.

The Board may propose candidates to the General Assembly as well, in close collaboration with the nomination committee.. In the event that such appointment is not completed within a reasonable period, the Directors remaining in office may appoint a qualified person to fill the vacancy until the next General Assembly.

Any other vacancy in the Board of Directors may be filled for the remainder of the term by the Directors then in office, if they shall see fit, as long as the number of Directors does not go below the minimum number of Board members.

## **Article 10: Representation of the Association**

The Association shall be represented in legal actions towards third parties by the Board or by the President together with at least one other Board member. All acts involving the Association in legal or extra-legal actions must be signed jointly by two Board members, including the President, unless a specific delegation mentioned in Article 9.14 is provided to a third party. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

## **Article 11: EAHP Secretariat**

The EAHP Board may delegate the daily administration and management of projects, and liaison with its members to appointed staff. The head of the staff shall report to the Vice-President, or any other Board member, as specified by the Vice-President, in his/her absence or disability.

The work of the Secretariat is supervised by the Board on behalf of the General Assembly.

The head of the staff is empowered to represent the Association in daily administration and management matters within the limits of his/her mandate.

## **Article 12: Funds, financial year, budget and annual report and accounts**

- 12.1 The Association's funds consist of:
  - a. membership fees or contributions of the Interested parties;
  - b. gifts;
  - c. subsidies and donations;
  - d. all other income obtained legally.
- 12.2 The Association's financial year starts on April 1 and ends on March 31<sup>st</sup>, every year.
- 12.3 Unless the law requires the appointment of an independent, external auditor by the General Assembly in order to audit the Association's annual accounts, the Association's accounts are audited by two of its member's representatives. Auditors are appointed every year during the General Assembly, for the following year.
- 12.4 Every year, the Board presents for approval to the General assembly the full annual accounts, including the balance sheet and the statement of income and expenditure over the past financial year together with a detailed annual report, and a budget for the next financial year.
- 12.5 After the approval of the balance sheet and statement of income and expenditure the General Assembly shall vote on the discharge of the Board from its financial responsibility.
- 12.6 The membership fee is to be paid annually before the first of April.

### **Article 13: Amendment to the articles of Association**

A proposal for amendment to the articles of the Association can be made by the Board or by at least two members, at least three (3) months before the General Assembly, unless exceptional events (“force majeure”) oblige the requesters not to respect this deadline. Such a proposal can only be considered by a General Assembly.

The decision to amend the articles of Association requires a majority of at least two third of the votes in a meeting in which at least two third of the members is present or represented.

However, the amendment of the Associations’ purpose requires the same quorum and a majority of at least four fifth of the votes of the members present or represented. Following article 8.7, members can vote by proxy to amend the Association’s articles.

If at the meeting concerned not at least two third of the members is present or represented, a second General Assembly may be convened pursuant to article 8.6.

The meeting mentioned in the previous sentence has to be convened at least six (6) weeks previously and the members have to be given notice of the literal text of the proposed amendment of the articles of Association.

### **Article 14: Dissolution**

14.1 A proposal for dissolution can be made by the Board or by at least three members. A proposal for dissolution can only be considered by the General Assembly with a majority of at least four fifth of the votes cast in a meeting in which at least three fourth of the members are present or represented.

14.2 The meeting referred to in the immediately preceding paragraph should be summoned at least six weeks (6) in advance, whereby also the literal text of the proposal for dissolution is brought to the members’ notice.

14.3 If in the case of a General Assembly convened to consider dissolution of the Association a decision cannot be taken on account of the quorum not being present, within six (6) months after that meeting a new General Assembly will be convened and held, for which the quorum no longer applies. A decision for dissolution again requires at least four fifth of the votes of the members present or represented.

14.4 In the resolution for dissolution of the Association the General Assembly shall also determine the way in which liquidation shall take place, appoint one or more liquidators, determine their powers and indicate the allocation of the net assets of the Association. Such an allocation may only benefit an organisation with a similar non-profit purpose as that pursued by the Association.

## **Article 15: Regulations**

- 15.1 The General Assembly adopts and amends one or more sets of regulations (Internal Rules).

The Board and the Association's staff may propose to modify the Internal Rules. The Association's members wishing to see the Internal Rules modified shall send their request to the Board. Such proposals must be sent to the Secretariat at least three (3) months before the next General Assembly meeting. Amendments to the Internal Rules must be aimed at improving the administration of the internal matters of the Association.

- 15.2 No provision of these statutes and set of regulations can be in contradiction with the existing Belgian law.